BASIC QUALIFICATIONS

T54.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es	<u>N</u> o
T56.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	<u>N</u> o
T57.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items? See Exhibit III	(Y)	<u>Y</u> es	<u>N</u> o
T58.	Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? • See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	(N)	<u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statement made in this application are true, complete and correct to the best of his or her knowledge and belief.			
T59. Typed Name of Person Signing	T60. Title		
C. Bolton-Smith, Jr.	Vice President & Assistant Secretary		
T61. Signature	T62. Date 11/27/96		

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T63.	The assignee or transferee is a (an) (C) Individual	Unincorporated Association Partnership Corporation
T64.	Typed Name of Person Signing Joel S. Winnik	Telecommunications plc See Exhibit IV
T66.	Signature S. W.	T67. Date (1-27-96
l		

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

EXHIBIT I (Questions 27-32)

A description of this transaction is contained in Volume One, Section II of this filing. The Merger Agreement for this transaction is set forth in Volume Three, Section D.

EXHIBIT II (Questions 51-53)

The parent corporation of In-Flight Phone Corporation ("In-Flight") is In-Flight Phone Holdings, Inc. ("IFP"), a Delaware corporation. The address of IFP is 1146 19th Street, N.W., Suite 200, Washington, D.C. 20006. By virtue of a holding of more than 70 percent of IFP's total capital stock (i.e., 45% voting stock plus non-voting equity shares), the de facto control of IFP is with MCI Telecommunications Corporation ("MCIT"), a Delaware corporation. MCIT is a wholly-owned subsidiary of MCI Communications Corporation ("MCIC"), a Delaware corporation. The address of MCIT and MCIC is 1801 Pennsylvania Avenue, N.W., Washington, D.C. 20006. Following the merger, British Telecommunications plc ("BT") will have a 100 percent controlling interest in MCIC.

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. However, BT is not a common carrier radio licensee pursuant to Sections 310(b)(1)-(3) of the Communications Act. Information about the citizenship status of the officers and directors of In-Flight, IFP, MCIT, MCIC and BT is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares,

EXHIBIT II (Continued)

BT estimates that upon consummation of this transaction at least 35 percent of its shares will be held by US citizens.

A detailed description of this transaction is contained in Volume One, Section II of this filing.

EXHIBIT III (Question 57)

Graphnet, Inc. v. MCII, Civ. No. 93-2046, USDC New Jersey.

This is an antitrust and rate discrimination suit filed in federal court in Newark, N.J. alleging, among other claims, that MCI International, Inc. ("MCII") is charging predatory rates to its customers for telex traffic terminating to Graphnet customers. This case grew out of a tortious interference suit against MCII in New York state court for the hiring of certain Graphnet employees. In January 1994, MCII filed a motion for judgment on the pleadings, seeking dismissal of the antitrust counts.

In April and May 1994, the U.S. District Court in New Jersey dismissed Graphnet's antitrust conspiracy claim, and stayed Graphnet's attempted monopolization claim -- and its remaining state law claims -- pending an FCC determination of the reasonableness of MCII's customer tariff rates for telex messages. Graphnet has a pending formal complaint with the FCC, which MCII, represented by MCI Regulatory, has answered.

In February 1994, MCII filed a separate action against Graphnet in federal court to recover over \$700,000 in past due charges for voice traffic. MCII was awarded its past due charges on its claim following a trial on the merits.

EXHIBIT IV (Certification)

Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 25.110(e) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 490 in his capacity as attorney for BT.

•••

ORIGINAL

VOLUME TWO, SECTION J

APPLICATION FOR TRANSFER OF CONTROL OF DIRECT BROADCAST SATELLITE LICENSEE

Pursuant to Section 100.80 of the Commission's Rules, 47 C.F.R.

§ 100.80, MCI Communications Corporation ("MCIC") and British

Telecommunications plc ("BT") hereby request consent to the transfer of control to

BT of the Direct Broadcast Satellite ("DBS") license, if received by MCIC subsidiary

MCI Telecommunications Corporation ("MCIT"), in connection with the proposed

merger of MCIC and BT. 1/

(i) <u>Description of Proposed Merger</u>

A detailed description of the Merger Agreement, including information about the ownership, officers and directors of the unified telecommunications company created by the merger, Concert plc ("Concert"), is contained in Volume One, Section II of this filing. A copy of the Merger Agreement is contained in Volume Three, Section D of this filing.

(ii) Transferor and Transferee

The transferor is: MCI Communications Corporation, 1801
Pennsylvania Avenue, N.W., Washington, D.C., 20006.

^{1/} See Application of MCI Telecommunications Corporation For An Initial Construction and Launch Authorization in the Direct Broadcast Satellite Service, File No. 73-SAT-P-96 (filed Feb. 27, 1996).

The transferee is: British Telecommunications plc, BT Centre, 81

Newgate Street, London EC1A 7AJ, England.

A list of the current officers and directors of BT, MCIC and MCIT is contained in Volume III, Section B of this filing. A description of the relevant aspects of the post-merger corporate organization of BT and MCIC is contained in Volume III, Section C of this filing.

(iii) Public Interest

A demonstration that the proposed merger is in the public interest is contained in Volume One, Section III of this filing.

(iv) Legal Qualifications

The proposed merger will have no negative effect on MCIT's ability to carry out its due diligence obligations, including the requirements of Section 100.19 of the Commission's Rules, 47 C.F.R. § 100.19.

BT is fully qualified to be in ultimate control of MCI's DBS operations. Under the Commission's DBS policy, whether a DBS license is characterized as a non-common carrier, common carrier or broadcaster depends on the intent of the licensee and the nature of its operations. 2/ MCIT, which will remain the licensee following the proposed merger, does not intend to operate its DBS system as either

^{2/} See Direct Broadcast Satellite Service, 90 FCC 2d 676, 709 (1982); Subscription Video, 2 FCC Rcd 1001, 1006 (1987), aff'd National Association for Better Broadcasting v FCC, 849 F.2d 665, 668-69 (D.C. Cir. 1988); Subscription Video Services, 4 FCC Rcd 4948, 4949 n.1 (1989).

a common carrier or a broadcaster. For this reason, the foreign ownership restrictions of Section 310(b) of the Act and Sections 100.11(c)-(e) of the Commission's Rules should not apply to the DBS license to be received by MCIT. 3/ Therefore, BT is legally qualified to be in ultimate control of the DBS license. For the same reason, the effective competitive opportunities test, which applies only to common carrier radio licenses, is inapplicable here.

(v) No Other Full-CONUS Interest

BT hereby certifies that neither it, nor any party with an attributable interest in the license to be awarded to MCIT, has an attributable interest in any channels at any other full-CONUS location. No divestiture is required to comply with the spectrum limitation.

(vi) Certification of Compliance with Anti-Drug Abuse Act

Pursuant to Part 1, Subpart P of the Commission's Rules (Sections 1.2001 et seq.), BT certifies that neither it nor any party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

^{3/} All radio licenses are subject to Section 310(a) of the Act, which specifies that "[t]he station license required under this Act shall not be granted to or held by any foreign government or the representative thereof." 47 U.S.C. § 310(a). There is no question but that BT's ownership structure is in compliance with Section 310(a) of the Communications Act. BT is neither a foreign government nor a representative of a foreign government. BT is a publicly held company controlled by its public shareholders.

(vii) Statutory Waiver

Pursuant to Section 304 of the Communications Act of 1934, as amended, BT hereby waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise.

CONCLUSION

Accordingly, Applicants respectfully request that the Commission grant this transfer of control.

Respectfully submitted,

MCI COMMUNICATIONS CORPORATION

CORPORATION

Michael H. Salsbury Executive Vice President

& General Counsel

Mary L. Brown

Sanford C. Reback

Larry A. Blosser

MCI Communications

Corporation

1801 Pennsylvania Avenue, N.W. Washington, D.C. 20006-3606

BRITISH TELECOMMUNICATIONS plc

building redecommentations pic

Colin R. Green
Secretary and Chief Legal Counsel
British Telecommunications plc

BT Centre

81 Newgate Street

London EC1A 7AJ England

James E. Graf II President Joan M. Griffin Cheryl Lynn Schneider BT North America Inc. 601 Pennsylvania Avenue, N.W.

Suite 725, North Building Washington, D.C. 20004-1109

Joel S. Winnik

Hogan & Hartson L.L.P.

555 Thirteenth Street, N.W. Washington, D.C. 20004-1109

Attorneys for

British Telecommunications plc

Dated: November 27, 1996

FCC 430

Federal Communications Commission ORIGINA Poproved by OM8 Washington, DC 20554

LICENSEE QUALIFICATION REPORT

See reverse for public burden estimate

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- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.

. Do not submit a fee with this report.	
Business Name and Address (Number, Street, State and ZIP Coo of Filer's Principal Office	2. (Area Code) Telephone Number +44(0171)356-5000
British Telecommunications plc	
B T Centre	3. If this report supersedes a previously filed report, specify its date
81 Newgate Street London EC1A 7AJ England	filed report, specify its date
London ECIA /AS England	N/A
Filer is (check one): Individual Partnership X Corpo	5. Under the laws of what State (or other jurisdiction) is the Filer organized?
Other (Specify):	England and Wales
. List the common carrier and satellite radio services in w permittee: Domestic Public Fixed Radio; Domest: Station; Direct Broadcast Satellite; Submarine	ic Fixed Satellite; Public Coast
(a) Has the Filer or any party to this application had any revoked or had any application for permit, license Commission? If "YES", attach as Exhibit 1 a statement giving license or permit revoked and relating circumstances.	or renewal denied by this YES XNO
(b) Has any court finally adjudged the Filer, or any person of the Filer, guilty of unlawfully monopolizing or attempting a communication, directly or indirectly, through control of apparatus, exclusive traffic arrangement, or other	unlawfully to monopolize radio of manufacture or sale of radio means of unfair methods of
(b) Has any court finally adjudged the Filer, or any person of the Filer, guilty of unlawfully monopolizing or attempting a communication, directly or indirectly, through control of apparatus, exclusive traffic arrangement, or other competition? If "YES", attach as Exhibit II a statement related.	unlawfully to monopolize radio of manufacture or sale of radio means of unfair methods of ing the facts. Person directly or indirectly YES X NO
 (b) Has any court finally adjudged the Filer, or any person of the Filer, guilty of unlawfully monopolizing or attempting a communication, directly or indirectly, through control capparatus, exclusive traffic arrangement, or other competition? If "YES", attach as Exhibit II a statement related. (c) Has the Filer, or any party to this application, or any controlling the Filer ever been convicted of a felony by "YES", attach as Exhibit III a statement relating the facts. 	unlawfully to monopolize radio for manufacture or sale of radio means of unfair methods of ling the facts. person directly or indirectly any side or Federal court? If
 (b) Has any court finally adjudged the Filer, or any person of the Filer, guilty of unlawfully monopolizing or attempting a communication, directly or indirectly, through control of apparatus, exclusive traffic arrangement, or other competition? If "YES", attach as Exhibit II a statement related. (c) Has the Filer, or any party to this application, or any controlling the Filer ever been convicted of a felony by "YES", attach as Exhibit III a statement relating the facts. (d) Is the Filer, or any person directly or indirectly controlling any matter referred to in Items 7(b) and 7(c)? If "YES", a relating the facts. Is the Filer, directly or indirectly, through stock ownership, a interested in the ownership or control of any other rate Commission? If "YES", submit as Exhibit V the name of the Filer. 	Inlawfully to monopolize radio of manufacture or sale of radio means of unfair methods of ing the facts. Person directly or indirectly any side or Federal court? If If the Filer, presently a party in trach as Exhibit IV a statement Ontract or otherwise, currently dio stations licensed by the
 (b) Has any court finally adjudged the Filer, or any person of the Filer, guilty of unlawfully monopolizing or attempting a communication, directly or indirectly, through control of apparatus, exclusive traffic arrangement, or other competition? If "YES", attach as Exhibit II a statement relation of the Filer, or any party to this application, or any controlling the Filer ever been convicted of a felony by "YES", attach as Exhibit III a statement relating the facts. (d) Is the Filer, or any person directly or indirectly controlling any matter referred to in Items 7(b) and 7(c)? If "YES", a relating the facts. Is the Filer, directly or indirectly, through stock ownership, a interested in the ownership or control of any other race Commission? If "YES", submit as Exhibit V the name of the Ilicensee's relation to the Filer. 	Inlawfully to monopolize radio of manufacture or sale of radio means of unfair methods of ing the facts. Person directly or indirectly any side or Federal court? If If the Filer, presently a party in trach as Exhibit IV a statement ontract or otherwise, currently dio stations licensed by the each such licensee and the
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it filer	is a corporation, answer the following and Item 11:		
10(a)	10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning voting 10 percent or more of the Filer's voting stock and the percentages so held. In the control, indicate the beneficiary(ies) or class of beneficiaries.		
	None.		
(b)	List below, or attach as Exhibit VII the names and addresses of the officers and directors	of the Filer.	
	See Exhibit VII		
	Is the Filer directly or indirectly controlled by any other corporation?	YES	XNO
•	If "YES", attach as Exhibit VIII a statement (including organizational diagrams when appropriate) which fully and completely identifies the nature and extent of control include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of thos stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the names and addresses of the president and directors of the controlling corporation.	e : n e 8)	
(d)	Is any officer or director of the Filer an alien? See Exhibit IX	XYES	NO
(0)	is more than one-fifth of the capital stock of the Filer owned of record or voted by alie	ns XYES	NO
	or their representatives, or by a foreign government or representative(s) thereof, or by corporation organized under the laws of a foreign country?	a Ales	
		YES	XNO
(f)	corporation organized under the laws of a foreign country? Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned voted by aliens or their representatives, or by a foreign government or representative.	TYES or See Exhantifying the a	XNO nibit IX
(1)	corporation organized under the laws of a foreign country? Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned voted by aliens or their representatives, or by a foreign government or representative thereof. If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement ideal foreign entities, their nationality, their relationship to the Filer, and the percentage of statement ideal contents.	TYES or See Exhantifying the a	XNO nibit IX
(f) (g) This reare a appropriate state of the state of	Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned voted by aliens or their representatives, or by a foreign government or representative thereof. If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement idea foreign entities, their nationality, their relationship to the Filer, and the percentage of stavote. 11. CERTIFICATION Apport constitutes a material part of any application which cross-references it, and all statements material part thereof. The ownership information contained in this report does not constitute an appoint of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the part of the properties of the Filer's knowledge and but the undersigned, individually and for the Filer, certifies that neither the applicant nor any other party lenial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug on 862, because of a conviction for possession or distribution of a controlled substance. FUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONN ION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PER	or See Extension	X NO nibit IX liens or or ched exhibit or Commission y certifies the made in good
(f) (g) This reare a appropriate state of a section will section will section section will section section section section will section sect	Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned voted by aliens or their representatives, or by a foreign government or representative thereof. If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement idea foreign entities, their nationality, their relationship to the Filer, and the percentage of state vote. 11. CERTIFICATION In any answer to a material part of any application which cross-references it, and all statements material part thereof. The ownership information contained in this report does not constitute an approach of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the attenuates made herein are true, complete and correct to the best of the Filer's knowledge and be attenuated to the individually and for the Filer, certifies that neither the applicant nor any other party lenial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug in 862, because of a conviction for possession or distribution of a controlled substance. FULL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONA ION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERION 1001), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	or See Extension	X NO nibit IX liens or or ched exhibit or Commission y certifies the made in good tion is subject 1988, 21 U.S.C
(f) (g) This reare a appropriate state of a constant of	Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned voted by aliens or their representatives, or by a foreign government or representative thereof. If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement ideal foreign entities, their nationality, their relationship to the Filer, and the percentage of stocote. 11. CERTIFICATION In port constitutes a material part of any application which cross-references it, and all statements material part thereof. The ownership information contained in this report does not constitute an appeal of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party lenial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug on 862, because of a conviction for possession or distribution of a controlled substance. FUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONN ION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	or See Extension	X NO Taibit IX liens or The ched exhibit or Commission
(f) (g) This reare a appropriate state of a constant of	Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned voted by aliens or their representatives, or by a foreign government or representative thereof. If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement ideal foreign entities, their nationality, their relationship to the Filer, and the percentage of state vote. 11. CERTIFICATION In a port constitutes a material part of any application which cross-references it, and all statements material part thereof. The ownership information contained in this report does not constitute an appeal of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party lenial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti-Drug on 862, because of a conviction for possession or distribution of a controlled substance. FUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONN ION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PER ON 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503). Typed or Printed Name Lish Telecommunications plc Joel S. Winnik Section 5301 of the Anti-Drug of Printed Name	TYES In or See Extension The s	X NO nibit IX liens or or sched exhibit or Commission y certifies the nade in goo tion is subject 1988, 21 U.S.C DE, TITLE 18 X

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995. The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control number.

EXHIBIT V (Question 8)

British Telecommunications plc ("BT") currently is interested in the control of licensed radio stations in various services by virtue of its 20% investment in MCI Communications Corporation ("MCIC"). Subsidiaries of MCIC hold these licenses, as listed for each service in the relevant section of Volume Two. The relationship between these subsidiaries and BT subsequent to the transfer of control is described in Volume One, Section Two. Additional information about these licenses is contained in the Commission's files, and BT will provide any further information the Commission may require.

Volume Two, Section K FCC Form 430 November 1996

EXHIBIT VII (Question 10(b))

Information regarding the names and addresses of the officers and directors of BT are contained in Volume Three, Section B of this filing.

EXHIBIT IX (Questions 10(e) - 10(g))

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. Information about the citizenship status of the officers and directors of BT is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares, BT estimates that upon consummation of this transaction at least 35 percent of its shares will be held by US citizens.

A detailed description of the transaction is contained in Volume One, Section II of this filing.

EXHIBIT X (Question 11)

Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 1.743(b) of the Commission's Rules, 47 C.F.R. § 1.743(b), Joel S. Winnik of Hogan & Hartson L.L.P. signs this Form 430 in his capacity as attorney for BT.

FEDERAL COMMUNICATIONS COMMISSION Approved by OMB 3060-0589 FCC REMITTANCE ADVICE Expires 2/28/97 PAGE NO. 1 OF 1(RESERVED) SPECIAL USE FCC USE ONLY (Read instructions carefully BEFORE proceeding.) PAYOR INFORMATION (2) TOTAL AMOUNT PAID (dollars and cents) (1) FCC ACCOUNT NUMBER Did you have a number prior to this? Enter it. 0 1 3 2 7 4 5 8 9 2 745 • 00 (3) PAYOR NAME (If paying by credit card, enter name exactly as it appears on your card) MCI Telecommunications Corporation (4) STREET ADDRESS LINE NO. 1 1801 Pennsylvania Avenue, N.W. (5) STREET ADDRESS LINE NO. 2 (6) CITY Washington (8) ZIP CODE (7) STATE 20006 DC (9) DAYTIME TELEPHONE NUMBER (Include area code) (10) COUNTRY CODE (if not U.S.A.) (202) 872-1600 ITEM #1 INFORMATION (11A) NAME OF APPLICANT, LICENSEE, REGULATEE, OR DEBTOR FCC USE ONLY MCI Communications Corporation .) FCC CALL SIGN/OTHER ID (13A) ZIP CODE (14A) PAYMENT TYPE CODE (15A) QUANTITY (16A) FEE DUE FOR PAYMENT TYPE CODE See Exhibit I IN BLOCK 14 C U Т 1 745.00 (17A) FCC CODE 1 (18A) FCC CODE 2 (19A) ADDRESS LINE NO. 1 (20A) ADDRESS LINE NO. 2) (21A) CITY/STATE OR COUNTRY CODE 1801 Pennsylvania Avenue, Washington, D.C. 20006 ITEM #2 INFORMATION (11B) NAME OF APPLICANT, LICENSEE, REGULATEE, OR DEBTOR FCC USE ONLY (12B) FCC CALL SIGN/OTHER ID (13B) ZIP CODE (16B) FEE DUE FOR PAYMENT TYPE CODE (14B) PAYMENT TYPE CODE (15B) QUANTITY IN BLOCK 14 (17B) FCC CODE 1 (18B) FCC CODE 2 (19B) ADDRESS LINE NO. 1 (20B) ADDRESS LINE NO. 2 (21B) CITY/STATE OR COUNTRY CODE **CREDIT CARD PAYMENT INFORMATION** (22)MASTERCARD/VISA ACCOUNT NUMBER: Mastercard **EXPIRATION DATE:** Visa Month **AUTHORIZED SIGNATURE** DATE (23) I hereby authorize the FCC to charge my VISA or Mastercard

for the service(s)/authorization(s) herein describe.

EXHIBIT I

Section 214 Certificates and Authorizations Subject to Transfer of Control from MCI Communications Corporation to British Telecommunications plc

1. General Authorizations

ITC 85-146, Adopted June 20, 1985 ‡	Atlantic Satellite Omnibus
ITC 87-184, Adopted December 2, 1987 ‡	International Resale Carrier
ENF 88-1, Adopted November 9, 1989 ‡	Transfer of Control of RCA Global Communications, Inc.
ENF 91-01, Adopted March 12, 1991 ‡	Transfer of Control of Overseas Telecommunications, Inc.
ITC 93-167, Adopted June 18, 1993 ⁺	Resell IDB Switched Services
ITC 94-290, Adopted September 30, 1994 ‡	Analog Video Services Between the U.S. and POR Satellites
ITC 95-030, Adopted March 20 ,1995 ‡	Provide Services to All Countries not Previously Requested.
ITC 95-034, Adopted December 23, 1994 ‡	Resell other carriers
ITC 95-513, Issued January 25, 1996 ‡	Resell other carriers
ITC 95-581, Adopted February 8, 1996 ‡	Blanket Facilities

‡ Authorizations granted to MCI Telecommunications Corporation

2. Cable Landing Licenses

FCC 89-305 (SCL 89-004) Adopted October 26, 1989 ‡	TPC -4
FCC 90-381 (SCL 90-004) Adopted November 8, 1990 ‡	HAW-5
FCC 91-418 (SCL 91-002) Adopted December 19, 1991 ‡	TAT-11
DA 92-861 (SCL 92-002) Adopted June 25, 1992 ‡	TAINO-CARIB
DA 93-908 (SCL 93-001) Adopted July 13, 1993 ‡	Colombus II
DA 93-002 (SCL 93-002) Adopted Júly 13, 1993 ‡	Americas I

‡ Authorization granted to MCI International, Inc.

3. Section 214 Authorization for Cable Facilities

ITC 85-219, Adopted December 17, 1985 ‡	HAW 4/TPC -3
ITC 88-071, Adopted September 14, 1988 ‡	TCS-1
ITC 89-086, Adopted October 26, 1989 ‡	TPC- 4
ITC 89-121, Adopted August 22, 1989 ‡	PTAT
ITC 90-081, Adopted November 8, 1990 ‡	HAW-5

ITC 91-045, Adopted May 13, 1991 ‡	NPC
ITC 91-135, Adopted December 19, 1991 ‡	TAT-10
ITC 91-136, Adopted December 19, 1991 ‡	TAT-11
ITC 92-106, Adopted June 25, 1992 ‡	TAINO-CARIB
ITC 93-062, Adopted July 7, 1993 ‡	TAT 12/TAT-13
ITC 93-029, Adopted July 13, 1993 ‡	Columbus II
ITC 93-030, Adopted July 13, 1993 ‡	Americas I

- ‡ Authorization granted to MCI International, Inc.
- 4. Separate Satellite Systems Authorizations
- DA 91-1597 ((TC 91-134) Adopted December 20, 1991 ‡ (Intersputnik) (Private line non-interconnected to PSN between U.S., Russian Republics and Eastern Europe);
- DA 93-753 (ITC 93-178) Adopted June 10, 1993 ‡ (Colombia/TDRSS) (Private line service non interconnected to PSN between U.S., Japan, and Korea)
- DA 93-1258 (ITC 93-289) Adopted October 12, 1993 ‡ (PanAmSat) (Private line non interconnected to PSN between U.S. and Argentina).
- ‡ Authorization granted to MCI Telecommunications Corporation

5. Other (WUI, RCA Globcom, In-Flight)

RCA Globcom - File TC 2039, Adopted June 8, 1972 (214 Authority to lease and operate satellite circuits between U.S. mainlaind and Hawaii and with Guam and PacRim points);

WUI - ITC 85-100, Adopted April 16, 1985 (214 Authority to Operate Earth Stations for IBS)

RCA Globcom - ITC 86-122, Adopted August 5, 1986 (214 Authority to lease and operate facilities out of Guam for international services)

SOUTHERNNET dba Telecom*USA - ITC 89-114, Adopted June 28, 1991 (214 Authority to Operate Facilities for private line services to Canada)

WUI - ITC 92-132, Adopted September 15, 1992 (214 Authority to Acquire and Operate Intelsat Circuits Between Guam and PacRim countries including Canada)

MCII - ITC 92-145, Adopted September 18, 1992 (214 Authority to provide IBS between Guam and points in the PacRim)

In-Flight Phone Corporation - ITC 95-224, Adopted June 9, 1995 (214 Authority to resell international switched voice service).

6. Country Authorizations

I-T-C File Number	Date Adopted	Countries
83-052 MCIT Corp.	April 11, 1985	Canada
84-036 MCIT Corp.	February 22, 1984	Australia
85-034 MCIT Corp. & MCII	February 12, 1985	Belgium & To Acquire Facilities in TAT-7 cable